

LAW OFFICES OF  
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August 17, 2011

Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D. C. 20423

RECORDATION NO. 29860 FILED

AUG 17 '11 -12 10 PM

Dear Ms. Brown:

**SURFACE TRANSPORTATION BOARD**

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of August 17, 2011. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

PNC Equipment Finance, LLC  
One PNC Plaza, 10<sup>th</sup> Floor  
249 Fifth Avenue  
Pittsburgh, PA 15222

Lessee:

TTX Company  
110 North Wacker Drive  
Chicago, IL 60606

A description of the equipment covered by the Memorandum of Lease Agreement consists of 267 50'-6" Plate F Boxcars numbered FBOX 505500-505657, inclusive, 505659-505709, inclusive, 505711-505730, inclusive, 505733-505740, inclusive, 505742-505748, inclusive, 505750-505753, inclusive, 505757, 505762-505767, inclusive, 505772-505777, inclusive, 505783, 505785, 505786, 505789, 505793, and 505801.

Ms. Cynthia T. Brown  
August 17, 2011  
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgrailaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between PNC Equipment Finance, LLC, One PNC Plaza, 10<sup>th</sup> Floor, 249 Fifth Avenue, Pittsburgh, PA 15222, and TTX Company, 110 North Wacker Drive, Chicago, IL 60606, covering 267 50'-6" Plate F Boxcars numbered FBOX 505500-505657, inclusive, 505659-505709, inclusive, 505711-505730, inclusive, 505733-505740, inclusive, 505742-505748, inclusive, 505750-505753, inclusive, 505757, 505762-505767, inclusive, 505772-505777, inclusive, 505783, 505785, 505786, 505789, 505793, and 505801.

Very Truly Yours,

Louis E. Gitomer

Enclosure

RECORDED 29860 FILED  
AUG 17 '11 -12 10 PM  
SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT**

**dated as of August 17, 2011**

**between**

**TTX COMPANY,  
as Lessee,**

**and**

**PNC EQUIPMENT FINANCE, LLC,  
as Lessor**

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## **MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of August 17, 2011, by and between PNC EQUIPMENT FINANCE, LLC ("Lessor"), and TTX COMPANY ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Rail Equipment Lease Agreement dated as of August 17, 2011, and Schedule Series A No. 1 thereto and incorporating the terms thereof, dated as of August 17, 2011 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

PNC EQUIPMENT FINANCE, LLC

By: [Signature]  
Name: David J. Keener  
Title: Senior Vice President

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF Allegheny ) ss.

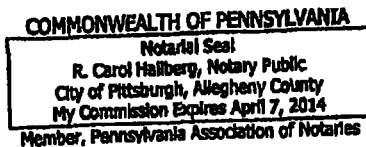
On this 17<sup>th</sup> day of August, 2011, before me appeared David J. Keener  
the person who signed this instrument, who acknowledged that (s)he is the  
Senior Vice President of PNC EQUIPMENT FINANCE, LLC and that, being duly  
authorized, (s)he signed such instrument as a free act on behalf of said limited liability company.

[Seal]

[Signature]  
Notary Public

My commission expires:

April 7, 2014



TTX COMPANY

By: Kathleen M. Savard  
Name: Kathleen M. Savard  
Title: Vice President + Chief  
Financial Officer

STATE OF ILLINOIS     )  
COUNTY OF Cook     ) ss.

On this 16<sup>th</sup> day of August, 2011, before me appeared Kathleen Savard, the person who signed this instrument, who acknowledged that (s)he is the Vice President of TTX COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Eric R. Enstrom  
Notary Public

My commission expires:

9/10/11, \_\_\_\_\_



**EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT**

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

Two hundred sixty-seven (267) 50'-6" Plate F Boxcars manufactured by National Steel Car Ltd.  
bearing reporting marks:

|      | <u>Car Numbers</u> |           | <u>Number<br/>of Cars</u> |
|------|--------------------|-----------|---------------------------|
|      | <u>From</u>        | <u>To</u> |                           |
| FBOX | 505500             | 505657    | 158                       |
|      | 505659             | 505709    | 51                        |
|      | 505711             | 505730    | 20                        |
|      | 505733             | 505740    | 8                         |
|      | 505742             | 505748    | 7                         |
|      | 505750             | 505753    | 4                         |
|      | 505757             |           | 1                         |
|      | 505762             | 505767    | 6                         |
|      | 505772             | 505777    | 6                         |
|      | 505783             |           | 1                         |
|      | 505785             | 505786    | 2                         |
|      | 505789             |           | 1                         |
|      | 505793             |           | 1                         |
|      | 505801             |           | 1                         |
|      |                    |           | <hr/> 267 <hr/>           |